

**Schedule 5.08
Tower Subleases**

Tower Location	Lessee	Antenna Information	Rent	Expiration Date
Bakersfield, CA	Cocola Broadcasting Companies	Renting space on tower and equipment room	\$1,181.25/mo	7-31-03
Bakersfield, CA	City of Bakersfield	Renting space for antenna	None	11-30-2010
Bucks, AL	MOWA Band of Choctaw Indians	Requested permission to install two-way radio repeater along 200ft point on the tower	None	This was in negotiations, no equipment installed
Hattiesburg, MS	WXRR-FM (Larry Blakeny)	12-bay FM antenna at 955'	None	1-26-2027
Houma, LA	Radiofone	2 Andrew antennas at 160' point on tower, transmitting 870-890 MHz, 12x28 ground space	\$485.00/mo., plus annual 5% increase	11-01-2011
Houma, LA	Guaranty Broadcasting (contact Lee Grau)	ERI SHPX-4 4 Bay full wave spaced antenna at 477' AGL, Andrew GP 1 2 4' Parabolic Grid at 4' diameter, and 8'x20' prefabricated shelter to be elevated 12' AGL	\$1,755.00/mo.	10-02-2005
Milano, TX	Springer Broadcasting, Inc	FM Antenna at 650' level (center of radiation for antenna)	\$700.00/mo., plus annual CPI	
Stockton, CA	Capstar Radio Operating Company	3 3-bay antennas, 1 dish, waveguide, transmitter, receiver, remote control	\$1,350.00/mo., plus annual 5% increase	
Wellsville, KS	Miami County Board of Commissioners	Option to lease nominal tower space and equipment	None	This was an option only

Schedule 5.09(a)

Contracts

Schedule 5.08 (Tower Subleases) and Item 4 on Schedule 5.06(a) (Title to Personal Property – Exceptions) relating to Common Equipment are herein incorporated by reference

Schedule 5.09(b)
Contracts – Exceptions

None

Schedule 5.12(c)
Leased FCC Licenses – Proceedings

None

Schedule 5.12(d)
Leased Pending Applications

Lessor	Market	State	CH	Call Sign	Pending Application/Purpose
Libmot Communications Partnership	Birmingham (Bessemer)	AL	H2	WNTJ807	Extension of construction permit, FCC File No. MD-20030205AAB
Line of Site, Inc	Montgomery	AL	E1-4	WMH505	Major modification, FCC File No 20010523AAA
George Kern	Montgomery	AL	H1	WNTJ725	Major modification, FCC File No 20011010AAA
John Dudeck	Montgomery	AL	H2	WNTJ802	Major modification, FCC File No 20011010AAC
Melissa S Wilson	Montgomery	AL	H3	WNTJ773	Major modification, FCC File No 20011010AAD
Nucentrix Spectrum Resources, Inc	Ocala	FL	F1-4	WLW911	Major modification, FCC File No 20000818CEZ, extension of construction permit, FCC File No MD-20030227AAA
Bonnie D O'Connell	Vidalia	GA	E1-4	WMY295	Extension of construction permit, FCC File No MD-20030307AAA
Video/Multipoint, Inc	Alexandria	LA	F1-4	WMI870	Major modification, FCC File No 20000818DHA
George Bott	Buffalo	NY	2	WMY429	Extension of construction permit, FCC File No 20020627AAB. Two-way hub application using MDS2A FCC File No 20010420ACW
George Bott	Buffalo	NY	1	WMY428	Extension of construction permit, FCC File No 20020627AAA Two-way hub application using MDS1 FCC File No 20010420ACV
Champion Industries, Inc	Providence	RI	F1-4	WLK212	Assignment of license, FCC File No 9650667, extension of construction permit, FCC File No 9850016; Two-way booster application using F1-3 FCC File No 20000818DBR

Schedule 5.13(b)
Third Party Licenses – Proceedings

Licensee	Market	State	CH	Call Sign	Proceedings
Eagleview Technologies, Inc	Chattanooga	TN	1	WPE83	Petition to deny filed on 8/1/01 by David Hill against pending license renewal application, FCC File No BRIF-20010316ABA

Schedule 5.13(c)
Third Party Pending Applications

Licensee	Market	State	CH	Call Sign	Pending Applications
Alliance for Higher Education	Dallas	TX	F1-F4	KWU30	Assignment of License to CS Wireless, FCC File No. 50423-CM-P-98
Alliance for Higher Education	Fort Worth	TX	E1-E4	KWU29	Assignment of License to CS Wireless, FCC File No 50423-CM-P-98
Fagleview Technologies, Inc	Chattanooga	TN	1	WPE83/ WPE83- H01	Renewal application, FCC File No BRIF-20010316ABA; assignment of license to WorldCom Broadband Solutions, FCC File No BALMD-20011205AAB, modification application for WPE83-H01, FCC File No BNPMDH-20010530AAC
Champion Industries, Inc	Providence	RI	F1-F4	WLK212	Assignment of License to Atlantic Microsystems, Inc., FCC File No 9650667

Schedule 5.14
Tax Matters

Tax Liens

Federal

None

State and Local

County Tax Lien was entered on 12/02/2002 against Cross Country Wireless, Inc at 500 Clinton Center, Clinton, Mississippi, by the County of Los Angeles (Number 20022908592) in the amount of \$88,250.

There are 33 additional tax liens filled against the Sellers (excluding WorldCom) that individually do not exceed \$50,000, but in aggregate total \$277,238

**Schedule 5.15(a)
Proceedings**

Berg v. ACS Enterprises, Inc.

Pennsylvania Court of Common Pleas, Bucks County

CIBC World Wide Markets Corp. v. WorldCom, Inc.

New York Supreme Court, New York County

Roland Hebert v. Wireless One, L.L.C.

Ninth Judicial District Court, Parish of Rapides, State of Louisiana

Inter City Cable v. ACS Enterprises et al

Binding Mediation

Mississippi Communications Management, Inc. d/b/a WBMS Channel 10 v. WorldCom, Inc.,
Wireless One, Inc.

Mississippi Circuit Court, Hinds County

Nolen v. Nucentrix Broadband Networks Inc. et al

U S District Court for the Southern District of Texas

Webb, David and Dixon, Thomas v. CS Wireless Systems, Inc.

U S District Court for the Eastern District of Texas

Wireless One, Inc. v. Mississippi EdNet Institute, Inc.

American Arbitration Association

Taylor T. Perry and Melinda Perry v. Wireless One, Inc.

CV-2002-064 (Ala. Cir. Ct., Marengo County).

The following objections to the Sale Motion have been filed with the Bankruptcy Court by third parties

Person Filing Objection	Docket #	File Date / Comments
Nucentrix Broadband Networks, Inc	6117	Filed 05/28/2003
SBC Communications Inc	6135	Filed: 05/29/2003
		Overruled/Resolved at Sale Procedures Hearing
Northwest Communications, Inc	6145	Filed 05/29/2003
North American Catholic Educational Programming Foundation, Inc.	6148	Filed 05/29/2003

Sprint Communications Company, L.P., Sprint Spectrum L.P.	6150	Filed 05/29/2003 Overruled/Resolved at Sale Procedures Hearing
Washington Department of Revenue and Labor & Industries	6666	Filed 06/19/2003
Preston Tower Condominium Association	6828	Filed 06/25/2003
Becker Broadcasting and KJMJ TV, Inc	7040	Filed 07/01/2003
Larry Ivan Glick on behalf of Certain ITFS Licensees	7079	Filed 07/02/2003
Black Warrior Telecommunications Consortium, Inc	7110	Filed 07/03/2003
Panhandle Area Educational Consortium	7121	Filed 07/07/2003
Charles and Mary Wangerow	undocketed	
WXBM Radio	undocketed	
Blakeney Communications, Inc.	7028	Filed 06/26/03
Certain ITFS Licensees	7067	Filed 07/02/03
Fairfax County	7059	Filed 07/02/03
Tax Collector of Guilford County, NC	7063	Filed 06/30/03
Mobile County, Alabama	undocketed	
Boe Van Doren	undocketed	
Golden Bear Communications, Inc	undocketed	

Any objections by third parties relating to Cure Amounts or the proposed sale of the Common Equipment to Purchaser, filed with the Bankruptcy Court after the date of execution of the Agreement, shall be deemed to be disclosed on this Schedule 5 15(a)

Schedule 5.15(b)
Judgments - Exceptions

None

Schedule 5.16
Compliance with Applicable Laws

None

Schedule 5.18
Non-Ordinary Course; Certain Changes

None

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Schedule 5.19
Network Equipment

(See attached)

Schedule 5.23
Copyright

None

Schedule 5.25(a)
Acquired WCS Agreements

- 1 March 25, 1997 License Partitioning Agreement between BellSouth Corporation and Wireless One, Inc , Amendment to License Partitioning Agreement dated September 2, 1997, Second Amendment to License Partitioning Agreement dated November 14, 1997
- 2 September 14, 2001 Limited Liability Company Interest Purchase Agreement between Wireless One of North Carolina, L.L.C. , CT Wireless Cable, Inc , Wireless One, Inc. and WorldCom Broadband Solutions, Inc.
- 3 April 2002 WCS Partition Agreement between Nucentrix Spectrum Resources, Inc and WorldCom Broadband Solutions, Inc

Schedule 5.25(b)

Acquired WCS Agreements – Enforceability

The April 2002 WCS Partition Agreement between Nucentrix Spectrum Resources, Inc. and WorldCom Broadband Solutions, Inc. is the subject of a pending application for approval by the FCC (File No. 0000878079)

Schedule 7.01
Operation of Acquired Assets Prior to Closing

During the period from the date of the Agreement to the Closing Date, Sellers may do any of the following

- 1 cease actively seeking to add new customers,
- 2 terminate existing customers, except as otherwise required to maintain the validity of the Company FCC Licenses, Leased FCC Licenses, and the Acquired Spectrum Leases; and
- 3 terminate and not back-fill employees who are not needed to maintain the Acquired Assets

Schedule 7.22
Short Term Leases

In addition to the Real Property Leases and Acquired Spectrum Leases listed below, each Real Property Lease and each Acquired Spectrum Lease that is scheduled to terminate or expire on or before June 30, 2004, as set forth on Schedules 2.02(i) and 2.02(vi), respectively, shall be deemed to be set forth on this Schedule 7.22

Acquired Spectrum Leases

<u>Lessee</u>	<u>Lessor</u>	<u>Market</u>	<u>CH</u>	<u>Call Sign</u>	<u>Lease Expiration Date</u>
WorldCom Broadband Solutions, Inc	Louis Powell	Demopolis, AL	F	WLW737	1/26/2004
WorldCom Broadband Solutions, Inc	George C. Wallace State Community College	Dothan, AL	G	WNC752	7/16/2004
WorldCom Broadband Solutions, Inc.	Theodore D. Little Survivor's Trust	Huntsville (Madison), AL	E	WLR564	4/13/2004
WorldCom Broadband Solutions, Inc	Line of Site, Inc	Montgomery, AL	E	WMH505	3/22/2004
WorldCom Broadband Solutions, Inc.	Nucentrix Spectrum Resources, Inc.	Ocala, FL	F	WLW911	5/20/2004
WorldCom Broadband Solutions, Inc.	Stephanie Engstrom	Pensacola (Pace), FL	F	WMH721	5/27/2003
WorldCom Broadband Solutions, Inc	Video/Multipoint, Inc	Alexandria, LA	F	WMI870	4/18/2004
WorldCom Broadband Solutions, Inc	Kannew Broadcast Technologies	Jackson, MS	F	WLW835	4/1/2004
WorldCom Broadband Solutions, Inc.	New York MDS, Inc	New York, NY	MDS2	WLK227	2/1/2004
WorldCom Broadband Solutions, Inc	Red Memphis F Partnership	Memphis, TN	F	WHT728	2/28/2004
WorldCom Broadband Solutions, Inc	State Technical Institute at Memphis	Memphis, TN	G	WNC363	7/26/2004
			G2-G4	WNC363-B01	
			G2-G4	WNC363-B02	
			G2-G4	WNC363-B03	
			G2-G4	WNC363-H01	
			G2-G4	WNC363-H02	
			G2-G4	WNC363-H03	
WorldCom Broadband Solutions, Inc.	Omega Radio Telephone	San Antonio, TX	F	WHT694	11/3/2003

Real Property Leases

<u>Market</u>	<u>Site Address</u>	<u>Lease Expiration Date</u>
Auburn, AL	2 km S intersection of US Hwy 431 & AL Hwy 147 Opelika, AL 32-45-30/85-28-20	01/31/2004
Florence, AL	1215 New Cut Road Tuscumbia, AL 36374 34-40-24/87-42-56	10/31/2002
Huntsville, AL	Capshaw Mountain Madison, AL 35773 34-49-06/86-44-16	06/30/2003
Los Angeles, CA	1518 Skyline Drive, La Habra Heights, CA 33-58-24/117-56-31	11/30/2002
San Diego, CA	6 12 km South of Palomar Mountain 33-18-32/116-50-38	06/14/2004
San Francisco, CA	San Bruno Mountain Tower 1, Daly City, CA 37-41-17/122-26-07	12/31/2001
Hartford, CT	200 Colt Highway (Rattlesnake Mountain), Route 6, Farmington, CT 06032 41-42-13/72-49-55	09/30/2003
Washington, DC	5202 River Road, Bethesda, MD 38-57-49/77-06-18	03/31/2003
Ocala, FL	West of Alvarez between 4 th and 5 th Streets Ocala, FL 29-10-57/82-08-00	06/17/2004
Pensacola, FL	1687 Quintet Road, Pace, FL 32571 30-39-28/87-11-42	06/30/2002
Columbus, GA	13 Cheney Road, Phenix City, AL 36869 32-27-54/85-03-28	06/30/2003
Alexandria (Dry Prong), LA	1198A Forest Service Road, 116A Dry Prong, LA 71423 31-33-56/92-32-50	05/31/2001
Baton Rouge, LA	One American Place, 300 Main Street, Baton Rouge, LA 70801	07/31/2003
Monroe, LA	1400 Day Road, Fairbanks, LA 71240 32-39-38/91-59-28	07/31/2002
Springfield, MA	101 West Street 42-06-32/72-36-44	02/28/2004
Baltimore, MD	3900 Hooper Avenue, Baltimore, MD WBFF Fox Tower Channel 45 39-20-10/76-38-59	07/31/2003
Minneapolis-St Paul, MN	IDS Center, 80 South 8 th Street, Minneapolis, MN 55402 44-58-34/93-16-21	06/30/2004
Minneapolis-St Paul, MN	IDS Center, 80 South 8 th Street, Minneapolis, MN 55402 44-58-34/93-16-21	12/31/2002
Rochester, MN	1220 4 th Avenue, Rochester, MN 55302	Month-to month

Hattiesburg (Columbia), MS	44-03-11/92-36-57 3.2 km E Columbia, MS 31-14-49/89-47-19	04/30/2003
Hattiesburg (Waynesboro), MS	4.0 km W Waynesboro, MS 31-41-17/88-41-24	04/30/2003
Natchez (Bude), MS	26A Col John Pitchford Parkway, Natchez, MS 31-30-34/91-24-19	11/06/2002
Oxford, MS	1 mi W of I-55 Sweethome Road Grenada, MS 33-45-06/89-51-12	05/31/2003
Oxford (Bruce), MS	403 W Calhoun Bruce, MS 34-01-28/89-21-10	05/31/2003
Oxford, MS	1.9 km W of US-61 & SR-6, Clarksdale, MS 34-12-29/90-33-36	04/30/2003
Poplarville, MS	Pearl River County, Poplarville, MS 30-52-35/89-35-21	12/16/2003
Picayune, MS	5.6 km N of 159 & SR 203 Picayune, MS 30-34-21/89-37-54	04/30/2003
Inverness (Winona), MS	Montgomery County Winona, MS 33-34-56/89-44-52	03/17/2003
Jackson, MS	1407 Harvey Drive Jackson, MS 39209 32-16-53/90-17-41	12/31/2002
Jackson, MS	1407 Harvey Drive, Jackson, MS 39209 32-16-53/90-17-41	12/31/2003
Meridian (Forest), MS	Off US Highway 80 Forest, MS 32-21-48/89-25-29	02/02/2003
Philadelphia, MS	104 Magnolia Street, Neshoba County, Philadelphia, MS 32-47-12/89-04-48	08/31/2003
Columbus (Starkville), MS	4 mi W Fire Tower Rd off US 45 Columbus, MS 33-20-40/88-32-47	04/01/2002
Columbus (Louisville), MS	0.2 km S of SR-15 & SR-397, Louisville, MS 33-06-45/89-02-53	04/30/2003
Columbus (Eupora), MS	0.8 km NW of Eupora, MS 33-33-07/89-17-10	04/30/2003
Winston-Salem, NC	310 West 4 th Street, First Union Building Winston-Salem, NC 36-05-51/80-14-51	Month-to-month
Scottsbluff, NE	3 km North of Scottsbluff, NE 41-56-28/103-39-23	10/31/2002
Portsmouth, NH	Lafayette Road, Portsmouth, NH 43-03-11/70-46-02	05/31/2002
Northern New Jersey (Dunellen), NJ	99 Beavours Avenue, Northern (Summit), NJ 40-42-42/74-21-12	Month-to-month
Rochester, NY	935 Thayer Road Fairport, NY 14450	07/31/2004

	43-02-08/77-25-23	
Syracuse, NY	Onandaga County, Otisco, NY 42-52-50/76-11-45	01/31/2003
Pittsburgh, PA	2850 Burthold Street, Pittsburgh, PA 15213 40-26-46/79-57-51	01/31/2002
Ft Worth, TX	Burnett Plaza 801 Cherry Street Fort Worth, TX 32-45-01/97-20-04	04/09/2004
Dallas, TX	901 Main Street 32-46-48/96-48-13	04/30/2003
Wharton, TX	113 Horton Road, Wharton, TX 29-16-54/96-02-28	04/17/2003

Exhibit III.8

EXHIBIT III. 8

(d) Nextel Spectrum Acquisition Corp. is a wholly-owned subsidiary of Nextel Communications, Inc. The following parties have a beneficial ownership interest (as defined by the U.S. Securities and Exchange Commission) of 5% or more in Nextel Communications, Inc, as of June 30, 2003

Legg Mason

Legg Mason, Inc. has a beneficial ownership of 9.1% in Nextel Communications, Inc.

Name and Address:

Legg Mason, Inc.
100 Light Street
Baltimore, MD 21202

Authorized contact:

Scott Labin
Legg Mason Funds Management
100 Light Street
Baltimore, MD 21202

Motorola, Inc.

Motorola, Inc. has a beneficial ownership of 8% in Nextel Communications, Inc.

Name and Address:

Motorola, Inc.
1303 East Algonquin Road
Schaumburg, Illinois 60196

Authorized contact:

Mr. Keith J. Bane
Motorola, Inc.
1303 East Algonquin Road
Schaumburg, Illinois 60196

Nextel Spectrum Acquisition Corp. is unable to provide information regarding any ownership interest the entities listed above may have in companies licensed to provide cable services. For the Commission's convenience, we have provided contact names and addresses above. To the extent the Commission requires information concerning whether the entities listed above have an ownership interest in companies providing cable services, the contacts listed above should be able to provide the Commission with such information.

Exhibit III.9

Exhibit III.9

9(a).

Nextel Communications, Inc
2001 Edmund Halley Drive
Reston, VA 20191